

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 13, 460, 575, 616 & 729

**CERTIFICATION OF COUNSEL REGARDING AGREED ORDER PURSUANT TO
SECTIONS 363 AND 365 OF THE BANKRUPTCY CODE AUTHORIZING THE
DEBTORS-IN-POSSESSION TO ASSUME, ASSIGN AND SELL ITS STOCKBRIDGE,
GEORGIA REAL PROPERTY LEASE FOR STORE NO. 1171**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certifies as follows:

1. On September 9, 2024 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532, and related pleadings with the United States Bankruptcy Court for the District of Delaware.

2. On the Petition Date, the Debtors filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Establishing Procedures To Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief* (the “**Motion**”)² (D.I. 13).

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein have the meaning ascribed to them in the Motion.

3. On October 9, 2024, the Court entered the *Second Interim Order (I) Establishing Procedures To Sell Certain Leases, (II) Approving the Sale of Certain Leases and (III) Granting Related Relief* (D.I. 460).

4. On October 21, 2024, the Debtors filed the *Second Notice of Successful Bidders with Respect To the Auction of Certain of the Debtors' Lease Assets and Assumption and Assignment of Certain Unexpired Leases* (D.I. 575) (the “**Notice of Successful Bidder**”). The Notice of Successful Bidder named Burlington Coat Factory Warehouse Corporation as the successful bidder for the lease of store #1171, located at 31 Hwy 138 W Ste 150, Stockbridge, GA (the “**Stockbridge Lease Sale**”).

5. On October 25, 2024, MAYS SDC, LP (the “**Landlord**”) filed the *Limited Objection of Mays SDC, LLC to Debtors' Proposed Assumption and Assignment of Lease, Including Cure Amount, and Reservation of Rights* (D.I. 616) (the “**Objection**”) in opposition to the Stockbridge Lease Sale. On October 31, 2024, the Court entered the *Order Pursuant to Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors-in-Possession to Terminate or Assume, Assign and Sell Certain Non-Residential Real Property Leases* (D.I. 729) (“**October Lease Sale Order**”). Pursuant to paragraph 22 of the October Lease Sale Order, the Objection was reserved solely with respect to the sale of the Stockbridge Lease Sale.

6. The Debtors, the Landlord, and Burlington Coat Factory Warehouse Corporation (the “**Purchaser**”) have since resolved the Objection.

7. Accordingly, counsel to the Debtors, the Landlord, and the Purchaser have agreed on a form of order approving the Stockbridge Lease Sale (the “**Agreed Order**”). The Agreed Order is attached hereto as **Exhibit 1**.

8. Counsel for the Landlord and the Purchaser have reviewed the Agreed Order and do not object to its entry.

WHEREFORE, the Debtors respectfully request entry of the revised Agreed Order attached hereto as **Exhibit 1**.

Dated: November 29, 2024
Wilmington, Delaware

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Exhibit 1

Agreed Order